TENNECO INC
Form 4
February 15, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRAMMELL KENNETH R

(Last) (First) (Middle)

500 NORTH FIELD DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TENNECO INC [TEN]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec. Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2017		M[(1)]		12,966	A	$ 45.42	134,926	D	
Common Stock	02/13/2017		S[(1)]		12,966	D	$ 66.24 [(2)]	121,960	D	
Common Stock	02/13/2017		M[(1)]		100	A	$ 29.83	122,060	D	
Common Stock	02/13/2017		S[(1)]		100	D	$ 67.02	121,960	D	
Common Stock	02/13/2017		M[(1)]		22,396	A	$ 29.83	144,356	D	

Common Stock	02/13/2017		S[(1)]	22,396	D	$ 66.26 [(3)]	121,960	D	
Common Stock							25,800 [(4)]	D	
Common Stock							3,803 [(5)]	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Acquire)	$ 45.42	02/13/2017		M[(1)]			12,966	[(6)]	01/18/2018	Common Stock	12,966
Employee Stock Options (Right to Acquire)	$ 29.83	02/13/2017		M[(1)]			22,496	[(8)]	01/17/2019	Common Stock	22,496

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAMMELL KENNETH R 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			Exec. Vice President and CFO	

Signatures

/s/ James D. Harrington, Attorney-in-fact for Kenneth R. Trammell	02/15/2017
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects cashless exercise of stock options which were granted pursuant to Rule 16b-3.

(2) The Common Stock sold by the Reporting Person and reported herein were sold at a range of between $66.12 and $66.32 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(3) The Common Stock sold by the Reporting Person and reported herein were sold at a range of between $66.11 and $66.46 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(4) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

(5) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

(6) The stock options exercised by the Reporting Person vested in three equal installments on January 19, 2012, January 19, 2013 and January 19, 2014.

(7) Reflects stock options granted pursuant to Rule 16b-3.

(8) The stock options exercised by the Reporting Person vested in three equal installments on January 18, 2013, January 18, 2014 and January 18, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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